

Thomas R. Kreller (admitted *pro hac vice*)
Eric R. Reimer (admitted *pro hac vice*)
Robert J. Liubicic
MILBANK LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000

Craig M. Price
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	
_____)	

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

MONICA ALSTON, being duly sworn, deposes and says:

I am a resident of the United States, over the age of eighteen years, and am not a party to or interested in the above-captioned cases. I am employed by the law firm of Milbank LLP, Counsel to Cyrus Capital Partners, L.P., in the above-captioned cases.

On the 10th of July 2019, I caused a copy of the following documents:

Cyrus Capital Partners, L.P.'s Notice of Withdrawal of Motion for Leave to File Under Seal (1) Memorandum of Law in Support of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) and (2) Expert Report of Marti P. Murray [ECF No. 4501]

Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [ECF No. 4504]

Expert Report of Marti P. Murray in Support of Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [ECF No. 4505]

to be served upon the parties identified on Exhibit A attached hereto by Electronic Mail, to be served upon the party identified on Exhibit B attached hereto by Hand Delivery, to be served upon the parties identified on Exhibit C attached hereto by First Class Mail, and to be served upon the party identified on Exhibit D attached hereto by FedEx Next Day service.

/s/ Monica Alston
MONICA ALSTON

SWORN TO AND SUBSCRIBED before me
this 11th of July 2019

/s/ Jacqueline Brewster
Jacqueline Brewster
Notary Public, State of New York
No. 01BR6093249
Qualified in Bronx County
Certificate filed in New York County
Commission Expires June 2, 2023

Exhibit A

harrisj12@michigan.gov; idizengoff@akingump.com; pdublin@akingump.com;
aquareshi@akingump.com; sbrauner@akingump.com; courts@alderman.com;
bnkatty@aldineisd.org; jarnold@aldridgepate.com; laura.hall@allenoverly.com; joseph.badtke-
berkow@allenoverly.com; James.Vincequerra@alston.com; leib.lerner@alston.com;
ajd@ansellgrimm.com; ajd@ansellgrimm.com; akadish@archerlaw.com;
lschildkraut@archerlaw.com; beth.brownstein@arentfox.com; brian.lohan@arnoldporter.com;
ginger.clements@arnoldporter.com; jaronauer@ayllp.com; CSchael@AshfordNJLaw.com;
eneiger@askllp.com; jchristian@askllp.com; jsteinfeld@askllp.com; gunderdahl@askllp.com;
bmcgrath@askllp.com; kcasteel@askllp.com; eneiger@askllp.com; mudem@askllp.com;
Jg5786@att.com; mcuellar45@austinterpriseslp.com; mfrankel@bfcflaw.com;
egoodman@bakerlaw.com; fkhan@bakerlaw.com; pollack@ballardspahr.com;
marriott@ballardspahr.com; branchd@ballardspahr.com; heilmanl@ballardspahr.com;
summersm@ballardspahr.com; daluzt@ballardspahr.com; roglennl@ballardspahr.com;
mcclambc@ballardspahr.com; harnerp@ballardspahr.com; kutnera@ballardspahr.com;
knewman@barclaydamon.com; mowens@btlaw.com; emiller@bayardlaw.com;
russ@bsavory.com; jsolomon@bbwg.com; llindenberg@bbwg.com; rmills@bellnunnally.com;
mbarrie@beneschlaw.com; kcapuzzi@beneschlaw.com; wschonberg@beneschlaw.com;
Ernie.park@bewleyley.com; Tgaa@bbslaw.com; michael@bindermalter.com;
julie@bindermalter.com; JRhodes@BlankRome.com; Tarr@BlankRome.com;
EZucker@BlankRome.com; bleusandassociates@gmail.com; bankruptcy@borgeslawllc.com;
wborges@borgeslawllc.com; schin@borgeslawllc.com; arainone@bracheichler.com;
jjorissen@briggs.com; bsilverberg@brownrudnick.com; spohl@brownrudnick.com;
pweiser@buchalter.com; schristianson@buchalter.com; christopher.schueller@bipc.com;
terry.shulsky@bipc.com; tyler.dischinger@bipc.com; Eric.Waxman@cwt.com;
Anthony.Deleo@cwt.com; rdavis@cafarocompany.com; jlevitin@cahill.com;
rstieglitz@cahill.com; joan.huh@cdtfa.ca.gov; sjk@carmodymacdonald.com;
MKurzman@carmodylaw.com; tsansone@carmodylaw.com; mcatalfimo@carterconboy.com;
gadsden@clm.com; bankruptcy@clm.com; Dennis.roemlein@bnymellon.com;
rmccord@certilmanbalin.com; rnosek@certilmanbalin.com; appleby@chapman.com;
wilamowsky@chapman.com; brotenberg@csglaw.com; szuber@csglaw.com;
ksimard@choate.com; jmarshall@choate.com; hchoi@choiandpark.com;
cpark@choiandpark.com; lkleist@choiandpark.com; mstein@chuhak.com;
eschnitzer@ckrlaw.com; gsaydah@ckrlaw.com; srichman@clarkhill.com;
srichman@clarkhill.com; nbencze@clarkhill.com; duane.brescia@clarkhillstrasburger.com;
dblau@clarkhill.com; liman@cgsh.com; amainoo@cgsh.com; lbarefoot@cgsh.com;
soneal@cgsh.com; aweaver@cgsh.com; tmoloney@cgsh.com; soneal@cgsh.com;
aweaver@cgsh.com; rmukhi@cgsh.com; jkpark@cgsh.com; tmoloney@cgsh.com;
wkelleher@cohenlaw.com; hward@cohenlaw.com; rseltzer@cwsny.com;
jbienstock@coleschotz.com; mwarner@coleschotz.com; scf@cohmlaw.com;
Michael.smith2@computershare.com; kbifferato@connollygallagher.com;
kconlan@connollygallagher.com; cgriffiths@connollygallagher.com; svanaalten@cooley.com;
scarnes@cooley.com; rco@crlawpr.com; dcoffino@cov.com; aclark@cov.com;
mfelger@cozen.com; pzumbro@cravath.com; davidtaxin@dahannowick.com;

daniel@dmsilverlaw.com; dhw@dhclegal.com; jwcohen@daypitney.com;
Ksummers@dflaw.com; mcto@debevoise.com; eweisgerber@debevoise.com;
bethsolomon@discover.com; crubio@diamondmccarthy.com;
sgiugliano@diamondmccarthy.com; adiamond@diamondmccarthy.com;
marita.erbeck@dbr.com; LJKotler@duanemorris.com; WMSimkulak@duanemorris.com;
WMSimkulak@duanemorris.com; Cheitzenrater@duanemorris.com; emunozPSC@gmail.com;
lmay@eisemanlevine.com; rxza@elliottgreenleaf.com; sak@elliottgreenleaf.com;
ems@elliottgreenleaf.com; sbc@eblawyers.com; aentwistle@entwistle-law.com;
jporter@entwistle-law.com; Leopold.matt@Epa.gov; lbercovich@epicor.com;
ppascuzzi@ffwplaw.com; gchico@ferraiuoli.com; mark.wilson@fisherbroyles.com;
patricia.fugee@fisherbroyles.com; dlwright@foley.com; kcatanese@foley.com;
msmall@foley.com; tscannell@foley.com; aguon@foxrothschild.com;
plabov@foxrothschild.com; thoran@foxrothschild.com; mhall@foxrothschild.com;
mherz@foxrothschild.com; nreid@foxswibel.com; jfrank@fgllp.com; jkleinman@fgllp.com;
deggert@freeborn.com; brad.eric.scheler@friedfrank.com; scott.luftglass@friedfrank.com;
peter.siroka@friedfrank.com; tking@fbtlaw.com; rgold@fbtlaw.com; awebb@fbtlaw.com;
pmartin@fmdlegal.com; lbrymer@fmdlegal.com; zgelber@gelbersantillo.com;
ksantillo@gelbersantillo.com; gseit@gsbblaw.com; mgensburg@gcklegal.com;
btheisen@gibbonslaw.com; nsongonuga@gibbonslaw.com; hcohen@gibbonslaw.com;
dcampbell@ghclaw.com; tnixon@gklaw.com; tomf@goldmclaw.com; jflaxer@golenbock.com;
mweinstein@golenbock.com; gfox@goodwinlaw.com; bbazian@goodwinlaw.com;
mgoldstein@goodwinlaw.com; wwentraub@goodwinlaw.com; searsnotice@gouldratner.com;
drosner@goulstonstorr.com; thoffmann@goulstonstorr.com; phillip.bohl@gpmlaw.com;
tannweiler@greerherz.com; jfigueiredo@hahnhausen.com; ahalperin@halperinlaw.net;
lgu@halperinlaw.net; dlieberman@halperinlaw.net; joia.johnson@hanes.com;
howard.upchurch@hanes.com; ktompsett@harrisbeach.com; sodonnell@herrick.com;
sselbst@herrick.com; ssmith@herrick.com; msekowski@herrick.com; elio@higgslaw.com;
cfeilon@hinckleyallen.com; arthur.rosenberg@hklaw.com; Marc.Antonecchia@hklaw.com;
barbra.parlin@hklaw.com; elvin.ramos@hklaw.com; jose.casal@hklaw.com;
jjalemany@hklaw.com; mgurgel@hsgllp.com; vlevy@hsgllp.com; mshuster@hsgllp.com;
llichtman@honigman.com; chris.gartman@hugheshubbard.com;
neil.oxford@hugheshubbard.com; dustin.smith@hugheshubbard.com; bgross@HuntonAK.com;
mlegge@huntonak.com; ghesse@huntonak.com; caleb.holzaepfel@huschblackwell.com;
lynn.butler@huschblackwell.com; Daniel.Swetnam@icemiller.com;
taxcollector@co.imperial.ca.us; alex.macias@impremedia.com; jgildea@interactions.com;
Mimi.M.Wong@irs.counsel.treas.gov; Mimi.M.Wong@irs.counsel.treas.gov;
Bankruptcy2@ironmountain.com; hgj@jasneflorio.com; dlk@jasneflorio.com;
brownvalleyorchards@aol.com; elkinj@mac.com; robert.honeywell@klgates.com;
atureaud@kblaw.com; tkorkhov@kellerrohrback.com;
KDWBankruptcyDepartment@KelleyDrye.com; bfeder@kelleydrye.com;
jacarlino@kslnlaw.com; jcurley@kacllp.com; ssouthard@klestadt.com; lkiss@klestadt.com;
brian.koenig@koleyjessen.com; kurtzman@kurtzmansteady.com;
brunnquellw@lanepowell.com; dgragg@langleybanack.com; jfifarek@laskyfifarek.com;
rzucker@lasserhochman.com; christopher.harris@lw.com; rakim.johnson@lw.com;
peter.gilhuly@lw.com; ted.dillman@lw.com; gillazarus@gmail.com; kevin@ksnpc.com;
william.fennell@fennelllaw.com; luralene.schultz@fennelllaw.com; office@fennelllaw.com;

cgruen@gruenlaw.com; dtabachnik@dtlaw.com; pstarkesq@gmail.com;
hlazarus@lazarusandlazarus.com; harlan.lazarus@gmail.com; ilan.markus@leclairryan.com;
niclas.ferland@leclairryan.com; janice.grubin@leclairryan.com; alex.chase@leclairryan.com;
jjorissen@losgs.com; kr@lnbyb.com; sanantonio.bankruptcy@publicans.com;
dallas.bankruptcy@publicans.com; houston_bankruptcy@publicans.com; jfarnum@linowes-
law.com; jmueller@lippes.com; braynor@lockelord.com; asmith@lockelord.com;
ira.greene@lockelord.com; jfroehlich@lockelord.com; sbryant@lockelord.com;
bbuechler@lowenstein.com; echafetz@lowenstein.com; bnathan@lowenstein.com;
alexandra.bigas@gmail.com; awilda.amos@aguadillamallpr.com; dmiller@lubinolson.com;
david@mhlaw-ny.com; tleday@mvbalaw.com; sbodker@mcdowellrice.com; jbernstein@mdmc-
law.com; nleonard@mdmc-law.com; bmcgrath@mcglinchey.com; kromano@mcglinchey.com;
mchaney@mcglinchey.com; raguilar@mcglinchey.com; rcerone@mcglinchey.com;
hjschwartz@mckoolsmith.com; jsmith@mckoolsmith.com; cjm@msf-law.com;
nkenworthy@mrrlaw.net; cprice@milbank.com; RLiubicic@milbank.com;
sdnyecf@dor.mo.gov; ssmith@mwlaw.com; eschnitzer@mmwr.com;
laura.mccarthy@morganlewis.com; neil.herman@morganlewis.com; smiller@morrisjames.com;
cmiller@mnat.com; jbarsalona@mnat.com; jmarines@mofo.com; bbutterfield@mofo.com;
bankruptcy@morrisoncohen.com; mro@prbankruptcy.com; bradley.schneider@mto.com;
thomas.walper@mto.com; dperry@munsch.com; klippman@munsch.com; kcordry@naag.org;
jody.bedenbaugh@nelsonmullins.com; shane.ramsey@nelsonmullins.com;
enid.stuart@ag.ny.gov; cdesiderio@nixonpeabody.com; dsklar@nixonpeabody.com;
lcisz@nixonpeabody.com; rpedone@nixonpeabody.com; bob.bruner@nortonrosefulbright.com;
eric.daucher@nortonrosefulbright.com; francisco.vazquez@nortonrosefulbright.com;
howard.seife@nortonrosefulbright.com; christy.rivera@nortonrosefulbright.com;
stephen.castro@nortonrosefulbright.com; david.rosenzweig@nortonrosefulbright.com;
cmomjian@attorneygeneral.gov; bk-jstern@oag.texas.gov; sherri.simpson@oag.texas.gov;
richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov; apetrakov@offitkurman.com;
smetz@offitkurman.com; sokeefe@okeefelc.com; afrackman@omm.com; belias@omm.com;
lwagner@omm.com; dshamah@omm.com; dpatrick@omm.com; jtaylor@omm.com;
mkremer@omm.com; echollander@orrick.com; efua@orrick.com; mfechik@orrick.com;
rdaversa@orrick.com; lily@pacogarment.com; chipford@parkerpoe.com;
andrewtenzer@paulhastings.com; shlomomaza@paulhastings.com; pbasta@paulweiss.com;
kcornish@paulweiss.com; lclayton@paulweiss.com; sbuergel@paulweiss.com;
rbritton@paulweiss.com; jhurwitz@paulweiss.com; lbyrne@pedersenhoupt.com;
jdelnero@pedersenhoupt.com; jaffeh@pepperlaw.com; listwakk@pepperlaw.com;
ecobb@pbfc.com; jbanks@pbfc.com; ecobb@pbfc.com; lmbkr@pbfc.com;
osonik@pbfc.com; dpick@picklaw.net; jon@piercemccoy.com; rsteinberg@pricemeese.com;
searsteam@primeclerk.com; serviceqa@primeclerk.com; gerald.kennedy@procopio.com;
lr@pryormandelup.com; rlp@pryormandelup.com; mhofsdal@pryorcashman.com;
susheelkirpalani@quinnemanuel.com; jonpickhardt@quinnemanuel.com;
andrewcorkhill@quinnemanuel.com; matthewscheck@quinnemanuel.com;
ellisonmerkel@quinnemanuel.com; cfilardi@rrlawpc.com; greiss@reisspreuss.com;
etikkanen@reisspreuss.com; cpugatch@rprslaw.com; hmagaliff@r3mlaw.com;
kfloreay@robbins-schwartz.com; nsmith@robbins-schwartz.com;
Robert.e.michael.esq@gmail.com; Aron.hume@gmail.com; fbr@robinsonbrog.com;
rms@robinsonbrog.com; se@robinsonbrog.com; gregg.galardi@ropesgray.com;

kimberly.kodis@ropesgray.com; sam.ashuraey@ropesgray.com; james.wilton@ropesgray.com;
patricia.chen@ropesgray.com; ssally@ropesgray.com; joshua.sturm@ropesgray.com;
nicholas.berg@ropesgray.com; timothy.farrell@ropesgray.com; srosen@rosenpc.com;
prubin@rubinlawllc.com; mamato@rmfpc.com; skelly@s-d.com; mmccann@swc-law.com;
rabiuso@swc-law.com; jweinblatt@sakar.com; cbelmonte@ssbb.com; asnow@ssbb.com;
pbosswick@ssbb.com; ksadeghi@schiffhardin.com; secbankruptcy@sec.gov;
NYROBankruptcy@sec.gov; bankruptcynoticeschr@sec.gov; ashmead@sewkis.com;
alves@sewkis.com; hyland@sewkis.com; hooper@sewkis.com; czarny@sewkis.com;
gayda@sewkis.com; emfox@seyfarth.com; rhermann@sbwh.law; mkish@sbwh.law;
jshafer@sbwh.law; floridaservice@sbwh.law; fsosnick@shearman.com;
sara.coelho@shearman.com; afeld@sheppardmullin.com; tcohen@sheppardmullin.com;
rreinert@shutts.com; rtucker@simon.com; mshiro@singerlevick.com; dplon@sirlinlaw.com;
Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com;
enotices@skijain.com; pstrok@swelawfirm.com; rkinas@swlaw.com; bk@svllaw.com;
darolf@sorlinglaw.com; pmryan@sorlinglaw.com; mary.callahan@bnymellon.com;
mary.callahan@bnymellon.com; tonder@stark-stark.com; jlemkin@stark-stark.com;
charles.chamberlin@nebraska.gov; cp@stevenslee.com; thomas.salerno@stinson.com;
darrell.clark@stinson.com; streusand@slollp.com; khansen@stroock.com;
jcanfield@stroock.com; sbhattacharyya@stroock.com; pkslyne@ssbny.com;
dietdericha@sullcrom.com; zylberbergd@sullcrom.com; dkupetz@sulmeyerlaw.com;
ckwu@sulmeyerlaw.com; lawyer@surilawoffice.com; bsattin@szaferman.com;
Riela@thsh.com; aconway@taubman.com; tf@lawtaf.com; Starr.Judith@pbgc.gov;
mccarron.william@pbgc.gov; efile@pbgc.gov; joe@saracheklawfirm.com;
mtsang@tsanglawfirm.com; Curtis.Tuggle@ThompsonHine.com; ltirelli@tw-lawgroup.com;
powerwangtxks@vip.126.com; AGBankNewYork@ag.tn.gov; dtobias@tobiaslawpc.com;
jpruski@trainorfairbrook.com; kay.brock@traviscountytexas.gov; amy.williams@troutman.com;
Brett.Goodman@troutman.com; Alissa.Piccione@troutman.com; David.Jones6@usdoj.gov;
Jeffrey.Oestericher@usdoj.gov; Joseph.Cordaro@usdoj.gov; Carina.Schoenberger@usdoj.gov;
Lawrence.Fogelman@usdoj.gov; Peter.Aronoff@usdoj.gov; Linda.Riffkin@usdoj.gov;
jdunn@vedderprice.com; ketzel@vedderprice.com; mschein@vedderprice.com;
marva.m.levine@verizon.com; cohen@wmllp.com; jlibou@wmllp.com;
notice@waldrepllp.com; sfalanga@walsh.law; gtoering@wnj.com; Dclarke@wjslaw.com;
ray.schrock@weil.com; garrett.fail@weil.com; jacqueline.marcus@weil.com;
sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com;
Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com;
mbroffman@weisszarett.com; sfink@weltman.com; vandermarkj@whiteandwilliams.com;
cajones@wtplaw.com; klewis@wtplaw.com; sgerald@wtplaw.com; bankruptcy@evict.net;
awilliams@williamsadvisors.com; alipkin@willkie.com; gbrunswick@willkie.com;
philip.anker@wilmerhale.com; noah.levine@wilmerhale.com; phealy@wsfsbank.com;
scimalore@wilmingtontrust.com; david.tillem@wilsonelser.com; ncwitt@wittelaw.com;
saron@wrslawyers.com; JLawlor@wmd-law.com; B Axelrod@wmd-law.com;
CPostighone@wmd-law.com; tom@attorneyzim.com

Exhibit B

Office of the United States Trustee
for the Southern District of New York
Attn: Sears Bankruptcy Team
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014

Exhibit C

Weil Gotshal & Manges LLP
Attn: Ray C. Schrock, P.C.
Garrett A. Fail
Jacqueline Marcus
Sunny Singh
767 Fifth Avenue
New York, NY 10153

Brookfield Property REIT
Attn: Kristen N. Pate
350 N. Orleans St., Ste. 300
Chicago, IL 60654-1607

BST International Fashion Ltd.
Attn: A.R. Shrinivasan
39 Wang Kwong Rd., Ste. 2301B
Skyline Tower
Kowloon Bay, Kowloon
Hong Kong

Fein, Such & Crane, LLP
Attn: Tammy L. Terrell Benoza, Esq.
1400 Old Country Road, Ste. C103
Westbury, NY 11590

Frenkel, Lambert, Weiss,
Weissman & Gordon, LLP
Attn: Michelle C. Marans, Esq.
53 Gibson Street
Bay Shore, NY 11706

Montee & Associates
Attn: Kevin P. Montee, Esq.
1250-1 Newell Ave., Ste. 149
Walnut Creek, CA 94596

Ohio Department of Taxation
Attn: Office of the Ohio Attorney General
1600 Carew Tower
Cincinnati, OH 45202

The Bank of New York Mellon Trust Company
Attn: Corporate Trust Administration
101 Barclay St., Floor 8W
New York, NY 10286

Wilmington Trust, NA
Attn: Sears Holdings Corp. Administrator
Corporate Capital Markets
50 South Sixth Street, Ste. 1290
Minneapolis, MN 55402

Wilmorite Management Group LLC
Attn: Donald C. Cowan, Jr.
1265 Scottsville Road
Rochester, NY 14624

Exhibit D

Chambers of the Honorable Robert D. Drain
United States Bankruptcy Court
for the Southern District of New York
Attn: Dorothy Li, Courtroom Deputy
300 Quarropas Street
White Plains, New York, 10601-1408